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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 4, 2008

CYCLACEL PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware	0-50626	91-1707622
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

200 Connell Drive
Suite 1500
Berkeley Heights, NJ 07922
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (908) 517-7330

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o **Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**
- o **Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**
- o **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**
- o **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

(d) Effective September 4, 2008, the Board of Directors (the "**Board**") of Cyclacel Pharmaceuticals, Inc. (the "**Company**") appointed Dr. Nicholas G. Bacopoulos to serve as a Class 3 Director until the 2009 annual meeting of the Company's stockholders. A press release reflecting Dr. Bacopoulos's appointment, dated September 8, 2008, is attached hereto as Exhibit 99.1.

There are no arrangements or understandings between Dr. Bacopoulos and any other person pursuant to which Dr. Bacopoulos was appointed as a director. There are no transactions to which the Company is a party and in which Dr. Bacopoulos has a material interest that is required to be disclosed under Item 404(a) of Regulation S-K.

Dr. Bacopoulos has not previously held any positions with the Company and has no family relations with any directors or executive officers of the Company.

On September 4, 2008, the Board granted to Dr. Bacopoulos an option to purchase up to 25,000 shares of the Company's common stock, at an exercise price of $1.18 per share, for his services as a non-executive director of the Company, one-fourth of such option shall vest on the first anniversary of the date of grant and the balance shall vest ratably over the following 36 months thereafter. The option expires on September 4, 2018.

In addition, Dr. Bacopoulos is entitled to receive an annual fee of $20,000 for his services as a non-executive director of the Company. Dr. Bacopoulos is also entitled to receive $2,000 for each Board meeting he attends in person and $1,000 for each Board meeting he attends telephonically. Dr. Bacopoulos will also be reimbursed for certain customary business expenses in connection with attending the Board meeting.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective September 4, 2008, the Board approved an amendment to the Amended and Restated Bylaws (the "**Amendment**") of the Company to increase the maximum number of directors that may serve on the Company's Board from eight to nine.

A copy of the Amendment is attached hereto as Exhibit 3.01 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d)

Exhibit No.	Description
3.01	Amendment to the Amended and Restated Bylaws of Cyclacel Pharmaceuticals, Inc.
99.1	Press Release, dated September 8, 2008.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CYCLACEL PHARMACEUTICALS, INC.

By: /s/ Paul McBarron
Name: Paul McBarron
Title: Executive Vice President—Finance and Chief Operating Officer

Date: September 8, 2008

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EXHIBIT INDEX

Exhibit No.	Description
3.01	Amendment to the Amended and Restated Bylaws of Cyclacel Pharmaceuticals, Inc.
99.1	Press Release, dated September 8, 2008.

Exhibit 3.01

CYCLACEL PHARMACEUTICALS, INC.

AMENDMENT NO. 1
TO THE AMENDED AND RESTATED BYLAWS

The following amendment (this "**Amendment**") to the Amended and Restated Bylaws (the "**Bylaws**") of Cyclacel Pharmaceuticals, Inc., a Delaware corporation (the "**Corporation**"), has been duly authorized, approved, and adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware:

1. Amendment. The Bylaws of Cyclacel Pharmaceuticals, Inc., a Delaware corporation (the "**Corporation**"), are hereby amended by striking out Section 3.2 thereof and by substituting in lieu of said Section the following new Section 3.2:

3.2 **Number of Directors**.

The number of directors constituting the entire Board of Directors shall be not less than one (1) nor more than nine (9).

Thereafter, this number may be changed by a resolution of the Board of Directors or of the stockholders, subject to Section 3.4 of these Bylaws. No reduction of the authorized number of directors shall have the effect of removing any director before such director's term of office expires.

2. Effect of Amendment. Except as amended by this Amendment, the Bylaws shall remain in full force and effect in accordance with their terms. From and after the date hereof, all references made in the Bylaws to the Bylaws shall be a reference to the Bylaws as amended by this Amendment.

Signed this 4th day of September, 2008

Cyclacel Pharmaceuticals, Inc.

By: /s/ Paul McBarron
Name: Paul McBarron
Title: Executive Vice President,
Finance & Chief Operating Officer

PRESS RELEASE

CYCLACEL APPOINTS NICHOLAS BACOPOULOS, PH.D. TO BOARD OF DIRECTORS

BERKELEY HEIGHTS, NJ – September 8, 2008 – Cyclacel Pharmaceuticals, Inc. (NASDAQ: CYCC, NASDAQ: CYCCP) announced today the appointment of Nicholas Bacopoulos, Ph.D., to its Board of Directors. Dr. Bacopoulos has more than 25 years of experience at leading biotechnology and pharmaceutical companies, serving in multiple executive positions and managing the discovery and development of novel anticancer agents.

“Nicholas Bacopoulos is a valuable addition to Cyclacel’s board of directors bringing extensive knowledge and understanding of the field of oncology,” said Spiro Rombotis, President and Chief Executive Officer of Cyclacel. “His experience with commercialization and product development makes him a strong resource as we advance our clinical pipeline, including our lead drug candidate sapacitabine, currently in Phase 2 trials for the treatment of elderly patients with acute myeloid leukemia.”

Dr. Bacopoulos’ previous leadership roles include CEO and President of Aton Pharma, where he led the development of Zolinza®, approved for the treatment of cutaneous T-cell lymphoma. Aton was subsequently acquired by Merck. He was previously President and Head of R&D at OSI Pharmaceuticals, where he was involved with the global development of Tarceva®, approved for the treatment of non-small cell lung cancer and pancreatic cancer.

Dr. Bacopoulos also worked for 17 years at Pfizer, where he held senior positions within Pfizer Central Research and Corporate Strategic Planning. He led the company’s Cancer and Neuroscience Research groups, which developed several marketed drugs, including Geodon® and Zoloft®, and produced a significant pipeline of oncology drug candidates, several of which are in clinical trials.

Dr. Bacopoulos is currently a consultant to biotech and pharmaceutical companies. He also serves on the Board of Directors of Mersana Therapeutics, Inc. and Medexis Biotech, S.A., both privately-held biotechnology companies. He received his B.A. degree from Cornell College and his Ph.D. from the University of Iowa. He completed additional coursework and obtained a postdoctoral fellowship at Yale University School of Medicine.

About Cyclacel Pharmaceuticals, Inc.

Cyclacel is a biopharmaceutical company dedicated to the discovery, development and commercialization of novel, mechanism-targeted drugs to treat human cancers and other serious disorders. Three orally-available Cyclacel drugs are in clinical development. Sapacitabine (CYC682), a cell cycle modulating nucleoside analog, is in Phase 2 studies for the treatment of acute myeloid leukemia in the elderly and cutaneous T-cell lymphoma. Seliciclib (CYC202 or R-roscovitine), a CDK (cyclin dependent kinase) inhibitor, is in Phase 2 for the treatment of lung cancer and nasopharyngeal cancer and in Phase 1 in combination with Tarceva®. CYC116, an Aurora kinase and VEGFR2 inhibitor, is in Phase 1 in patients with solid tumors. Several additional programs are at an earlier stage. Cyclacel’s ALIGN Pharmaceuticals subsidiary markets directly in the U.S. Xclair® Cream for radiation dermatitis, Numoisyn™ Liquid and Numoisyn™ Lozenges for xerostomia. Cyclacel’s strategy is to build a diversified biopharmaceutical business focused in hematology, oncology and other therapeutic areas based on a portfolio of commercial products and a development pipeline of novel drug candidates.

Please visit www.cyclacel.com for additional information. Note: The Cyclacel logo and Cyclacel® are trademarks of Cyclacel Pharmaceuticals, Inc.; Numoisyn™ and Xclair® are trademarks of Sinclair Pharma plc; Zolinza® is a registered trademark of Merck & Co.; Geodon and Zoloft® are registered trademarks of Pfizer Inc; Tarceva® is a trademark of OSI Pharmaceuticals, Inc.

Risk Factors

This news release contains certain forward-looking statements that involve risks and uncertainties that could cause actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Such forward-looking statements include statements regarding, among other things, the efficacy, safety, and intended utilization of Cyclacel's product candidates, the conduct and results of future clinical trials, plans regarding regulatory filings, future research and clinical trials and plans regarding partnering activities. Factors that may cause actual results to differ materially include the risk that product candidates that appeared promising in early research and clinical trials do not demonstrate safety and/or efficacy in larger-scale or later clinical trials, the risk that Cyclacel will not obtain approval to market its products, the risks associated with reliance on outside financing to meet capital requirements, and the risks associated with reliance on collaborative partners for further clinical trials, development and commercialization of product candidates. You are urged to consider statements that include the words "may," "will," "would," "could," "should," "believes," "estimates," "projects," "potential," "expects," "plans," "anticipates," "intends," "continues," "forecast," "designed," "goal," or the negative of those words or other comparable words to be uncertain and forward-looking. These factors and others are more fully discussed under "Risk Factors" in the Annual Report on Form 10-K for the year ended December 31, 2007, as supplemented by the interim quarterly reports, filed with the SEC.

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